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RECORDATION NO. 14325-I  
AUG 1 '97 10-48 AM

August 1, 1997

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Bill of Sale, a secondary document, dated as of July 31, 1997. The primary document to which this is connected is recorded under Recordation No. 14325. We request that this document be recorded under Recordation No. 14325-I.

The name and address of the party to the Bill of Sale is:

Seller:

State Street Bank and Trust Company  
Two International Plaza  
Boston, MA 02110

A description of the equipment covered by the Bill of Sale consists of 129 100-ton rotary dump coal cars numbered SFIX 2579, 2580, 2581, 2582, 2583, 2585, 2589, 2590, 2595, 2598, 2601, 2602, 2605, 2606, 2610, 2611, 2615, 2616, 2620, 2622, 2623, 2624, 2627, 2630, 2632, 2639, 2640, 2642, 2643, 2644, 2645, 2646, 2650, 2651, 2653, 2655, 2659, 2660, 2661, 2663, 2664, 2665, 2669, 2670, 2672, 2673, 2674, 2676, 2677, 2680, 2682, 2686, 2689, 2690, 2691, 2692, 2693, 2701, 2703, 2706, 2707, 2708, 2710, 2711, 2714, 2716, 2718, 2722, 2723, 2724, 2726, 2738, 2743, 2744, 2746, 2748, 2750, 2755, 2761, 2765, 2769, 2770, 2774, 2778, 2780, 2786, 2787, 2788, 2792, 2793, 2797, 2800, 2801, 2803, 2804, 2805, 2810, 2820, 2821, 2824, 2826, 2832, 2835, 2838, 2839, 2840, 2842, 2845, 2846, 2847, 2848, 2849, 2855, 2856, 2857, 2862, 2863, 2866, 2870, 2872, 2874, 2878, 2880, 2881, 2886, 2891, 8005, 8006, and 8007.

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
AUG 1 10 48 AM '97

Counterparts - [Signature]

BALL JANIK LLP

Honorable Vernon A. Williams

August 1, 1997

Page 2

A fee of \$24.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Bill of Sale by State Street Bank and Trust Company, Two International Plaza, Boston, MA 02110, covering 129 100-ton rotary dump coal cars numbered SFIX 2579, 2580, 2581, 2582, 2583, 2585, 2589, 2590, 2595, 2598, 2601, 2602, 2605, 2606, 2610, 2611, 2615, 2616, 2620, 2622, 2623, 2624, 2627, 2630, 2632, 2639, 2640, 2642, 2643, 2644, 2645, 2646, 2650, 2651, 2653, 2655, 2659, 2660, 2661, 2663, 2664, 2665, 2669, 2670, 2672, 2673, 2674, 2676, 2677, 2680, 2682, 2686, 2689, 2690, 2691, 2692, 2693, 2701, 2703, 2706, 2707, 2708, 2710, 2711, 2714, 2716, 2718, 2722, 2723, 2724, 2726, 2738, 2743, 2744, 2746, 2748, 2750, 2755, 2761, 2765, 2769, 2770, 2774, 2778, 2780, 2786, 2787, 2788, 2792, 2793, 2797, 2800, 2801, 2803, 2804, 2805, 2810, 2820, 2821, 2824, 2826, 2832, 2835, 2838, 2839, 2840, 2842, 2845, 2846, 2847, 2848, 2849, 2855, 2856, 2857, 2862, 2863, 2866, 2870, 2872, 2874, 2878, 2880, 2881, 2886, 2891, 8005, 8006, and 8007.

Very Truly Yours,

  
Louis E. Gitomer

Enclosures

AUG 1 '97 10-48 AM

BILL OF SALE

For and in consideration of the sum of TEN DOLLARS(\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, STATE STREET BANK AND TRUST COMPANY, a national banking association, ("Trustee"), as Trustee under that certain Trust Agreement dated as of May 15, 1984 does hereby sell, assign, and transfer unto Greenbrier Leasing Corporation ("Buyer"), and its successors and assigns, all of its right, title and interest in and to the 129 railcars described in APPENDIX A hereto (the "Equipment").

The Trustee hereby warrants to Buyer, and Buyer's successors and assigns as follows:

1. That the Trustee is the lawful owner of the Equipment and has good, valid, and merchantable title therein free and clear of any charges, liens, encumbrances or other claims or interests of any party whatsoever, except with respect to that certain Lease of Railroad Equipment dated May 15, 1984, by and between System Fuels, Inc., as Lessee, and The Connecticut Bank and Trust Company, National Association (the "Lease"), and that certain Conditional Sale Agreement dated May 15, 1984 by and between The Connecticut Bank and Trust Company, National Association, and Bethlehem Steel Corporation, and any other documents executed in connection therewith.
2. That the Trustee has full power and authority to sell and convey the Equipment; and
3. That the Trustee has not executed any other Bill of Sale or other instrument which by its terms purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Trustee further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE TRUSTEE, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE TRUSTEE SHALL NOT BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN THE EQUIPMENT EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 31<sup>st</sup> day of July, 1997.

WITNESS:

STATE STREET BANK AND TRUST COMPANY,  
successor to The Connecticut Bank and  
Trust Company, National Association, not  
in its individual capacity but solely as  
trustee

BY:

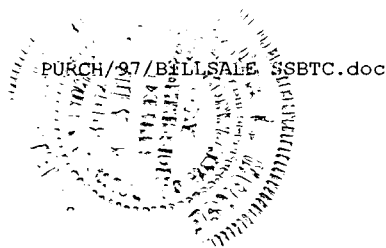
  
TITLE: Assistant Secretary

Commonwealth of Massachusetts  
STATE OF \_\_\_\_\_ )  
County of Suffolk ) ss.

On this 30th day of July, 1997, before me personally appeared James E. Schultz to me personally known, who being by me duly sworn, says that he is the Assistant Secretary of State Street Bank and Trust Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Laura L. Morse  
Notary Public for  
My commission expires

LAURA L. MORSE  
Notary Public  
My Commission Expires July 12, 2002



# APPENDIX A

|      |      |      |      |      |      |
|------|------|------|------|------|------|
| SFIX | 2579 | SFIX | 2670 | SFIX | 2787 |
| SFIX | 2580 | SFIX | 2672 | SFIX | 2788 |
| SFIX | 2581 | SFIX | 2673 | SFIX | 2792 |
| SFIX | 2582 | SFIX | 2674 | SFIX | 2793 |
| SFIX | 2583 | SFIX | 2676 | SFIX | 2797 |
| SFIX | 2585 | SFIX | 2677 | SFIX | 2800 |
| SFIX | 2589 | SFIX | 2680 | SFIX | 2801 |
| SFIX | 2590 | SFIX | 2682 | SFIX | 2803 |
| SFIX | 2595 | SFIX | 2686 | SFIX | 2804 |
| SFIX | 2598 | SFIX | 2689 | SFIX | 2805 |
| SFIX | 2601 | SFIX | 2690 | SFIX | 2810 |
| SFIX | 2602 | SFIX | 2691 | SFIX | 2820 |
| SFIX | 2605 | SFIX | 2692 | SFIX | 2821 |
| SFIX | 2606 | SFIX | 2693 | SFIX | 2824 |
| SFIX | 2610 | SFIX | 2701 | SFIX | 2826 |
| SFIX | 2611 | SFIX | 2703 | SFIX | 2832 |
| SFIX | 2615 | SFIX | 2706 | SFIX | 2835 |
| SFIX | 2616 | SFIX | 2707 | SFIX | 2838 |
| SFIX | 2620 | SFIX | 2708 | SFIX | 2839 |
| SFIX | 2622 | SFIX | 2710 | SFIX | 2840 |
| SFIX | 2623 | SFIX | 2711 | SFIX | 2842 |
| SFIX | 2624 | SFIX | 2714 | SFIX | 2845 |
| SFIX | 2627 | SFIX | 2716 | SFIX | 2846 |
| SFIX | 2630 | SFIX | 2718 | SFIX | 2847 |
| SFIX | 2632 | SFIX | 2722 | SFIX | 2848 |
| SFIX | 2639 | SFIX | 2723 | SFIX | 2849 |
| SFIX | 2640 | SFIX | 2724 | SFIX | 2855 |
| SFIX | 2642 | SFIX | 2726 | SFIX | 2856 |
| SFIX | 2643 | SFIX | 2738 | SFIX | 2857 |
| SFIX | 2644 | SFIX | 2743 | SFIX | 2862 |
| SFIX | 2645 | SFIX | 2744 | SFIX | 2863 |
| SFIX | 2646 | SFIX | 2746 | SFIX | 2866 |
| SFIX | 2650 | SFIX | 2748 | SFIX | 2870 |
| SFIX | 2651 | SFIX | 2750 | SFIX | 2872 |
| SFIX | 2653 | SFIX | 2755 | SFIX | 2874 |
| SFIX | 2655 | SFIX | 2761 | SFIX | 2878 |
| SFIX | 2659 | SFIX | 2765 | SFIX | 2880 |
| SFIX | 2660 | SFIX | 2769 | SFIX | 2881 |
| SFIX | 2661 | SFIX | 2770 | SFIX | 2886 |
| SFIX | 2663 | SFIX | 2774 | SFIX | 2891 |
| SFIX | 2664 | SFIX | 2778 | SFIX | 8005 |
| SFIX | 2665 | SFIX | 2780 | SFIX | 8006 |
| SFIX | 2669 | SFIX | 2786 | SFIX | 8007 |